

UNITED STATES DISTRICT COURT
DISTRICT OF PUERTO RICO

In re:

THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR PUERTO RICO,

as representative of

THE COMMONWEALTH OF PUERTO RICO, *et al.*,

Debtors.¹

PROMESA
Title III

No. 17 BK 3283-LTS

(Jointly Administered)

**CORRECTED THIRD SUPPLEMENTAL VERIFIED STATEMENT
OF THE AD HOC GROUP OF GENERAL OBLIGATION
BONDHOLDERS PURSUANT TO BANKRUPTCY RULE 2019²**

Pursuant to Rule 2019 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), made applicable to these Title III cases by Section 310 of the Puerto Rico Oversight, Management, and Economic Stability Act (“PROMESA”), 48 U.S.C. § 2170, and in accordance with the *Fifth Amended Notice, Case Management and Administrative Procedures* [ECF No. 3730-1] (the “Amended Case Management Procedures”), this third supplemental verified statement (this “Third Supplemental Statement”) is submitted by certain holders (the

¹ The Debtors in these Title III Cases, along with each Debtor’s respective Title III Case number and the last four (4) digits of each Debtor’s federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (the “Commonwealth”) (Bankruptcy Case No. 17 BK 3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation (“COFINA”) (Bankruptcy Case No. 17 BK 3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority (Bankruptcy Case No. 17 BK 3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico (“ERS”) (Bankruptcy Case No. 17 BK 3566-LTS) (Last Four Digits of Federal Tax ID: 9686); and (v) Puerto Rico Electric Power Authority (“PREPA”) (Bankruptcy Case No. 17 BK 4780-LTS) (Last Four Digits of Federal Tax ID: 3747). (Title III Case numbers are listed as bankruptcy case numbers due to software limitations).

² On August 9, 2018, the Ad Hoc Group of General Obligation Bondholders filed the *Third Supplemental Verified Statement of the Ad Hoc Group of General Obligation Bondholders Pursuant to Bankruptcy Rule 2019* (the “Original Statement”) [ECF No. 3757]. The Original Statement is modified to clarify the current claim amount of the Senior COFINA capital appreciation bonds held by certain members of the Ad Hoc Group of General Obligation Bondholders. Attached hereto as Annex I is a redline reflecting the changes made to the Original Statement.

“Ad Hoc Group of General Obligation Bondholders”)³ of bonds issued or guaranteed by the Commonwealth of Puerto Rico (the “General Obligation Bonds”).

In support of this Third Supplemental Statement, the Ad Hoc Group of General Obligation Bondholders respectfully states as follows:

1. In or around July 2015, certain members of the Ad Hoc Group of General Obligation Bondholders engaged Paul, Weiss, Rifkind, Wharton & Garrison LLP (“Paul, Weiss”) and Robbins, Russell, Englert, Orseck, Untereiner & Sauber LLP (“Robbins, Russell”) to represent their interests as holders of General Obligation Bonds. From time to time thereafter, certain additional holders of General Obligation Bonds have joined and certain other holders have departed the Ad Hoc Group of General Obligation Bondholders. In October 2016, the Ad Hoc Group of General Obligation Bondholders retained Jiménez, Graffam & Lausell, as its Puerto Rico counsel (together with Paul, Weiss and Robbins, Russell, “Counsel”).

2. On July 13, 2017, Counsel submitted the *Verified Statement of the Ad Hoc Group of General Obligation Bondholders Pursuant to Bankruptcy Rule 2019* [ECF No. 630]. On November 3, 2017, Counsel submitted the *First Supplemental Verified Statement of the Ad Hoc Group of General Obligation Bondholders Pursuant to Bankruptcy Rule 2019* [ECF No. 1625]. On June 21, 2018, Counsel submitted the *Second Supplemental Verified Statement of the Ad Hoc Group of General Obligation Bondholders Pursuant to Bankruptcy Rule 2019* [ECF No. 3336].

³ The Ad Hoc Group of General Obligation Bondholders consists of: (i) Aurelius Capital Management, LP, on behalf of its managed entities; (ii) Autonomy Capital (Jersey) LP, on behalf of certain of its affiliated investment funds; and (iii) Monarch Alternative Capital LP, on behalf of certain of the funds and accounts it manages. The Ad Hoc Group of General Obligation Bondholders does not assume any fiduciary or other duties to any other creditor or person.

3. In accordance with the Amended Case Management Procedures, Counsel submits this Third Supplemental Statement to update the disclosable economic interests that were held by the Ad Hoc Group of General Obligation Bondholders since August 8, 2017 in relation to the Commonwealth and COFINA. The information set forth herein (including Exhibits A-G attached hereto) is based on information provided to Counsel by the Ad Hoc Group of General Obligation Bondholders and is intended only to comply with Bankruptcy Rule 2019 and the Amended Case Management Procedures.

4. The members of the Ad Hoc Group of General Obligation Bondholders hold disclosable economic interests, or act as investment advisors or managers to funds, entities and/or accounts or their respective affiliates that hold disclosable economic interests in relation to the Commonwealth and COFINA. The names and addresses of each of the members of the Ad Hoc Group of General Obligation Bondholders, together with the nature and amount of each disclosable economic interest held by each of them in relation to the Commonwealth and COFINA since August 8, 2017, are set forth in Exhibits A-G attached hereto.⁴ Specifically, Exhibits A-G list such disclosable economic interests as of certain specific dates on which Counsel has determined that the filing of an amended verified statement would have been required had the Amended Case Management Procedures been in effect at that time. As reflected in Exhibits A-G, the ratio of General Obligation Bonds to COFINA bonds over this period of time ranges from a high of 98% General Obligation Bonds to 2% COFINA bonds to a low of 82% General Obligation Bonds to 18% COFINA bonds. This translates to the Ad Hoc Group of General Obligation Bondholders being heavily weighted towards General Obligation

⁴ Individuals associated with members of the Ad Hoc Group of General Obligation Bondholders may own debt of the Debtors in their individual capacities, but Counsel does not represent such individuals in such capacities.

Bonds at all times; *i.e.*, the General Obligation Bond holdings represented between 4 to 51 times the Ad Hoc Group of General Obligation Bondholders' COFINA holdings.⁵

5. As of the date of this Third Supplemental Statement, Counsel represents only the Ad Hoc Group of General Obligation Bondholders in respect of their General Obligation Bonds and does not represent or purport to represent any other entities with respect to the Debtors' Title III Cases. In addition, each member of the Ad Hoc Group of General Obligation Bondholders (a) does not assume any fiduciary or other duties to any other creditor or person and (b) does not purport to act, represent or speak on behalf of any other entities in connection with the Debtors' Title III Cases. To the extent any member of the Ad Hoc Group of General Obligation Bondholders holds interests other than the General Obligation Bonds, the Ad Hoc Group of General Obligation Bondholders does not represent such other interest, nor does Counsel represent group members with respect to such other interests.

6. Nothing contained in this Third Supplemental Statement (or exhibits hereto) is intended to or should be construed to constitute (a) a waiver or release of any claims filed or to be filed against or interests in the Debtors held by any member of the Ad Hoc Group of General Obligation Bondholders, its affiliates or any other entity, or (b) an admission with respect to any fact or legal theory. Nothing in this Third Supplemental Statement (or exhibits hereto) should be construed as a limitation upon, or waiver of, any rights of any member of the Ad Hoc Group of General Obligation Bondholders to assert, file and/or amend any proof of claim in accordance with applicable law and any orders entered in these cases.

7. Additional holders of General Obligation Bonds may become members of the Ad Hoc Group of General Obligation Bondholders, and certain members of the Ad Hoc

⁵ For the avoidance of doubt, these calculations are based on the disclosable economic interests held by those entities that are members of the Ad Hoc Group of General Obligation Bondholders as of July 1, 2018.

Group of General Obligation Bondholders may cease to be members in the future. Counsel reserves the right to further amend or supplement this Third Supplemental Statement as necessary for that or any other reason in accordance with Bankruptcy Rule 2019.

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8. The undersigned verify that the foregoing is true and correct to the best of their knowledge.

Dated: San Juan, Puerto Rico
August 10, 2018

**PAUL, WEISS, RIFKIND, WHARTON &
GARRISON LLP**

/s/ Andrew N. Rosenberg

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Counsel to the Ad Hoc Group of General Obligation Bondholders

EXHIBIT A

**Names, Addresses and Disclosable Economic Interests of the Members
of the Ad Hoc Group of General Obligation Bondholders¹ as of August 8, 2017²**

Name of Creditor ³	Address	Nature and Amount of Disclosable Economic Interest
Aurelius Capital Management, LP	535 Madison Avenue New York, NY 10022	<ul style="list-style-type: none">• \$469,910,000 in General Obligation Bonds• \$5,147,900 in General Obligation Bonds (insured by monoline insurer)⁴• \$39,205,000 in COFINA Subordinated Bonds
Autonomy Capital (Jersey) LP	7-9 Conway Street Conway House, 2 nd Floor Saint Helier, Jersey JE2 3NT	<ul style="list-style-type: none">• \$961,885,000 in General Obligation Bonds
Monarch Alternative Capital LP	535 Madison Avenue 26 th Floor New York, NY 10022	<ul style="list-style-type: none">• \$545,281,334 in General Obligation Bonds• \$35,885,000 in General Obligation Bonds (insured by monoline insurer)⁴
TOTAL		<ul style="list-style-type: none">• \$1,977,076,334 in General Obligation Bonds• \$41,032,900 in General Obligation Bonds (insured by monoline insurer)⁴• \$39,205,000 in COFINA Subordinated Bonds

¹ Consistent with the Amended Case Management Procedures, this Exhibit A is limited to those entities that are members of the Ad Hoc Group of General Obligation Bondholders as of July 1, 2018.

² To the best of Counsel's knowledge, the information included herein is accurate as of August 8, 2017. The amounts set forth herein include only outstanding principal and do not include overdue interest, interest on overdue interest and principal, and accrued interest or other amounts that may be owing under the applicable debt documents and laws. In addition, the amounts set forth herein do not include any disclosable economic interests that were subject to pending trades or other transfers that had not settled or otherwise closed as of August 8, 2017.

³ Each entity on this Exhibit A holds disclosable economic interests, or acts as investment advisor or manager to funds, entities and/or accounts or their respective subsidiaries that hold disclosable economic interests, in relation to the Commonwealth and/or COFINA.

⁴ The amounts set forth herein reflect payments made by the monoline insurer on account of such General Obligation Bonds.

EXHIBIT B

**Names, Addresses and Disclosable Economic Interests of the Members
of the Ad Hoc Group of General Obligation Bondholders¹ as of November 1, 2017²**

Name of Creditor ³	Address	Nature and Amount of Disclosable Economic Interest
Aurelius Capital Management, LP	535 Madison Avenue New York, NY 10022	<ul style="list-style-type: none">• \$438,775,000 in General Obligation Bonds• \$8,602,900 in General Obligation Bonds (insured by monoline insurer)⁴• \$41,855,000 in COFINA Subordinated Bonds
Autonomy Capital (Jersey) LP	7-9 Conway Street Conway House, 2 nd Floor Saint Helier, Jersey JE2 3NT	<ul style="list-style-type: none">• \$1,092,905,000 in General Obligation Bonds• \$20,660,000 in COFINA Subordinated Bonds
Monarch Alternative Capital LP	535 Madison Avenue 26 th Floor New York, NY 10022	<ul style="list-style-type: none">• \$236,125,334 in General Obligation Bonds• \$35,885,000 in General Obligation Bonds (insured by monoline insurer)⁴
TOTAL		<ul style="list-style-type: none">• \$1,767,805,334 in General Obligation Bonds• \$44,487,900 in General Obligation Bonds (insured by monoline insurer)⁴• \$62,515,000 in COFINA Subordinated Bonds

¹ Consistent with the Amended Case Management Procedures, this Exhibit B is limited to those entities that are members of the Ad Hoc Group of General Obligation Bondholders as of July 1, 2018.

² To the best of Counsel's knowledge, the information included herein is accurate as of November 1, 2017. The amounts set forth herein include only outstanding principal and do not include overdue interest, interest on overdue interest and principal, and accrued interest or other amounts that may be owing under the applicable debt documents and laws. In addition, the amounts set forth herein do not include any disclosable economic interests that were subject to pending trades or other transfers that had not settled or otherwise closed as of November 1, 2017.

³ Each entity on this Exhibit B holds disclosable economic interests, or acts as investment advisor or manager to funds, entities and/or accounts or their respective subsidiaries that hold disclosable economic interests, in relation to the Commonwealth and/or COFINA.

⁴ The amounts set forth herein reflect payments made by the monoline insurer on account of such General Obligation Bonds.

EXHIBIT C

**Names, Addresses and Disclosable Economic Interests of the Members
of the Ad Hoc Group of General Obligation Bondholders¹ as of January 5, 2018²**

Name of Creditor ³	Address	Nature and Amount of Disclosable Economic Interest
Aurelius Capital Management, LP	535 Madison Avenue New York, NY 10022	<ul style="list-style-type: none">• \$447,185,000 in General Obligation Bonds• \$45,992,833 in General Obligation Bonds (insured by monoline insurer)⁴• \$80,475,000 in COFINA Subordinated Bonds
Autonomy Capital (Jersey) LP	7-9 Conway Street Conway House, 2 nd Floor Saint Helier, Jersey JE2 3NT	<ul style="list-style-type: none">• \$932,318,000 in General Obligation Bonds
Monarch Alternative Capital LP	535 Madison Avenue 26 th Floor New York, NY 10022	<ul style="list-style-type: none">• \$161,756,906 in General Obligation Bonds• \$35,705,000 in General Obligation Bonds (insured by monoline insurer)⁴• \$13,431,050 in COFINA Senior Bonds
TOTAL		<ul style="list-style-type: none">• \$1,541,259,906 in General Obligation Bonds• \$81,697,833 in General Obligation Bonds (insured by monoline insurer)⁴• \$13,431,050 in COFINA Senior Bonds• \$80,475,000 in COFINA Subordinated Bonds

¹ Consistent with the Amended Case Management Procedures, this Exhibit C is limited to those entities that are members of the Ad Hoc Group of General Obligation Bondholders as of July 1, 2018.

² To the best of Counsel's knowledge, the information included herein is accurate as of January 5, 2018. The amounts set forth herein include only outstanding principal and do not include overdue interest, interest on overdue interest and principal, and accrued interest or other amounts that may be owing under the applicable debt documents and laws. In addition, the amounts set forth herein do not include any disclosable economic interests that were subject to pending trades or other transfers that had not settled or otherwise closed as of January 5, 2018.

³ Each entity on this Exhibit C holds disclosable economic interests, or acts as investment advisor or manager to funds, entities and/or accounts or their respective subsidiaries that hold disclosable economic interests, in relation to the Commonwealth and/or COFINA.

⁴ The amounts set forth herein reflect payments made by the monoline insurer on account of such General Obligation Bonds.

EXHIBIT D

**Names, Addresses and Disclosable Economic Interests of the Members
of the Ad Hoc Group of General Obligation Bondholders¹ as of February 5, 2018²**

Name of Creditor ³	Address	Nature and Amount of Disclosable Economic Interest
Aurelius Capital Management, LP	535 Madison Avenue New York, NY 10022	<ul style="list-style-type: none">• \$436,370,000 in General Obligation Bonds• \$50,272,833 in General Obligation Bonds (insured by monoline insurer)⁴• \$117,090,000 in COFINA Subordinated Bonds
Autonomy Capital (Jersey) LP	7-9 Conway Street Conway House, 2 nd Floor Saint Helier, Jersey JE2 3NT	<ul style="list-style-type: none">• \$1,022,468,000 in General Obligation Bonds
Monarch Alternative Capital LP	535 Madison Avenue 26 th Floor New York, NY 10022	<ul style="list-style-type: none">• \$161,756,906 in General Obligation Bonds• \$35,720,000 in General Obligation Bonds (insured by monoline insurer)⁴• \$13,486,350 in COFINA Senior Bonds
TOTAL		<ul style="list-style-type: none">• \$1,620,597,906 in General Obligation Bonds• \$85,992,833 in General Obligation Bonds (insured by monoline insurer)⁴• \$13,486,350 in COFINA Senior Bonds• \$117,090,000 in COFINA Subordinated Bonds

¹ Consistent with the Amended Case Management Procedures, this Exhibit D is limited to those entities that are members of the Ad Hoc Group of General Obligation Bondholders as of July 1, 2018.

² To the best of Counsel's knowledge, the information included herein is accurate as of February 5, 2018. The amounts set forth herein include only outstanding principal and do not include overdue interest, interest on overdue interest and principal, and accrued interest or other amounts that may be owing under the applicable debt documents and laws. In addition, the amounts set forth herein do not include any disclosable economic interests that were subject to pending trades or other transfers that had not settled or otherwise closed as of February 5, 2018.

³ Each entity on this Exhibit D holds disclosable economic interests, or acts as investment advisor or manager to funds, entities and/or accounts or their respective subsidiaries that hold disclosable economic interests, in relation to the Commonwealth and/or COFINA.

⁴ The amounts set forth herein reflect payments made by the monoline insurer on account of such General Obligation Bonds.

EXHIBIT E

**Names, Addresses and Disclosable Economic Interests of the Members
of the Ad Hoc Group of General Obligation Bondholders¹ as of March 5, 2018²**

Name of Creditor³	Address	Nature and Amount of Disclosable Economic Interest
Aurelius Capital Management, LP	535 Madison Avenue New York, NY 10022	<ul style="list-style-type: none">• \$423,630,000 in General Obligation Bonds• \$50,342,833 in General Obligation Bonds (insured by monoline insurer)⁴• \$117,090,000 in COFINA Subordinated Bonds
Autonomy Capital (Jersey) LP	7-9 Conway Street Conway House, 2 nd Floor Saint Helier, Jersey JE2 3NT	<ul style="list-style-type: none">• \$1,022,468,000 in General Obligation Bonds
Monarch Alternative Capital LP	535 Madison Avenue 26 th Floor New York, NY 10022	<ul style="list-style-type: none">• \$216,336,334 in General Obligation Bonds• \$35,720,000 in General Obligation Bonds (insured by monoline insurer)⁴• \$45,565,852 in COFINA Senior Bonds
TOTAL		<ul style="list-style-type: none">• \$1,662,434,334 in General Obligation Bonds• \$86,062,833 in General Obligation Bonds (insured by monoline insurer)⁴• \$45,565,852 in COFINA Senior Bonds• \$117,090,000 in COFINA Subordinated Bonds

¹ Consistent with the Amended Case Management Procedures, this Exhibit E is limited to those entities that are members of the Ad Hoc Group of General Obligation Bondholders as of July 1, 2018.

² To the best of Counsel's knowledge, the information included herein is accurate as of March 5, 2018. The amounts set forth herein include only outstanding principal and do not include overdue interest, interest on overdue interest and principal, and accrued interest or other amounts that may be owing under the applicable debt documents and laws. In addition, the amounts set forth herein do not include any disclosable economic interests that were subject to pending trades or other transfers that had not settled or otherwise closed as of March 5, 2018.

³ Each entity on this Exhibit E holds disclosable economic interests, or acts as investment advisor or manager to funds, entities and/or accounts or their respective subsidiaries that hold disclosable economic interests, in relation to the Commonwealth and/or COFINA.

⁴ The amounts set forth herein reflect payments made by the monoline insurer on account of such General Obligation Bonds.

EXHIBIT F

**Names, Addresses and Disclosable Economic Interests of the Members
of the Ad Hoc Group of General Obligation Bondholders¹ as of April 10, 2018²**

Name of Creditor³	Address	Nature and Amount of Disclosable Economic Interest
Aurelius Capital Management, LP	535 Madison Avenue New York, NY 10022	<ul style="list-style-type: none">• \$502,735,495 in General Obligation Bonds• \$52,857,833 in General Obligation Bonds (insured by monoline insurer)⁴• \$85,060,000 in COFINA Subordinated Bonds
Autonomy Capital (Jersey) LP	7-9 Conway Street Conway House, 2 nd Floor Saint Helier, Jersey JE2 3NT	<ul style="list-style-type: none">• \$1,042,868,000 in General Obligation Bonds
Monarch Alternative Capital LP	535 Madison Avenue 26 th Floor New York, NY 10022	<ul style="list-style-type: none">• \$323,792,334 in General Obligation Bonds• \$35,720,000 in General Obligation Bonds (insured by monoline insurer)⁴• \$85,399,404 in COFINA Senior Bonds• \$111,945,000 in COFINA Subordinated Bonds
TOTAL		<ul style="list-style-type: none">• \$1,869,395,829 in General Obligation Bonds• \$88,577,833 in General Obligation Bonds (insured by monoline insurer)⁴• \$85,399,404 in COFINA Senior Bonds• \$197,005,000 in COFINA Subordinated Bonds

¹ Consistent with the Amended Case Management Procedures, this Exhibit F is limited to those entities that are members of the Ad Hoc Group of General Obligation Bondholders as of July 1, 2018.

² To the best of Counsel's knowledge, the information included herein is accurate as of April 10, 2018. The amounts set forth herein include only outstanding principal and do not include overdue interest, interest on overdue interest and principal, and accrued interest or other amounts that may be owing under the applicable debt documents and laws. In addition, the amounts set forth herein do not include any disclosable economic interests that were subject to pending trades or other transfers that had not settled or otherwise closed as of April 10, 2018.

³ Each entity on this Exhibit F holds disclosable economic interests, or acts as investment advisor or manager to funds, entities and/or accounts or their respective subsidiaries that hold disclosable economic interests, in relation to the Commonwealth and/or COFINA.

⁴ The amounts set forth herein reflect payments made by the monoline insurer on account of such General Obligation Bonds.

EXHIBIT G

**Names, Addresses and Disclosable Economic Interests of the Members
of the Ad Hoc Group of General Obligation Bondholders¹ as of June 18, 2018²**

Name of Creditor ³	Address	Nature and Amount of Disclosable Economic Interest
Aurelius Capital Management, LP	535 Madison Avenue New York, NY 10022	<ul style="list-style-type: none">• \$492,735,495 in General Obligation Bonds• \$65,342,833 in General Obligation Bonds (insured by monoline insurer)⁴• \$51,295,000 in COFINA Senior Bonds• \$38,550,000 in COFINA Subordinated Bonds
Autonomy Capital (Jersey) LP	7-9 Conway Street Conway House, 2 nd Floor Saint Helier, Jersey JE2 3NT	<ul style="list-style-type: none">• \$1,037,868,000 in General Obligation Bonds
Monarch Alternative Capital LP	535 Madison Avenue 26 th Floor New York, NY 10022	<ul style="list-style-type: none">• \$312,548,334 in General Obligation Bonds• \$34,595,000 in General Obligation Bonds (insured by monoline insurer)⁴• \$138,474,280 in COFINA Senior Bonds• \$187,415,000 in COFINA Subordinated Bonds
TOTAL		<ul style="list-style-type: none">• \$1,843,181,829 in General Obligation Bonds• \$99,937,833 in General Obligation Bonds (insured by monoline insurer)⁴• \$189,769,280 in COFINA Senior Bonds• \$225,965,000 in COFINA Subordinated Bonds

¹ Consistent with the Amended Case Management Procedures, this Exhibit G is limited to those entities that are members of the Ad Hoc Group of General Obligation Bondholders as of July 1, 2018.

² To the best of Counsel's knowledge, the information included herein is accurate as of June 18, 2018. The amounts set forth herein include only outstanding principal and do not include overdue interest, interest on overdue interest and principal, and accrued interest or other amounts that may be owing under the applicable debt documents and laws. In addition, the amounts set forth herein do not include any disclosable economic interests that were subject to pending trades or other transfers that had not settled or otherwise closed as of June 18, 2018.

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ANNEX I

UNITED STATES DISTRICT COURT
DISTRICT OF PUERTO RICO

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as representative of

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Title III

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(Jointly Administered)

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In support of this Third Supplemental Statement, the Ad Hoc Group of General Obligation Bondholders respectfully states as follows:

1. In or around July 2015, certain members of the Ad Hoc Group of General Obligation Bondholders engaged Paul, Weiss, Rifkind, Wharton & Garrison LLP (“Paul, Weiss”) and Robbins, Russell, Englert, Orseck, Untereiner & Sauber LLP (“Robbins, Russell”) to represent their interests as holders of General Obligation Bonds. From time to time thereafter, certain additional holders of General Obligation Bonds have joined and certain other holders have departed the Ad Hoc Group of General Obligation Bondholders. In October 2016, the Ad Hoc Group of General Obligation Bondholders retained Jiménez, Graffam & Lausell, as its Puerto Rico counsel (together with Paul, Weiss and Robbins, Russell, “Counsel”).

2. On July 13, 2017, Counsel submitted the *Verified Statement of the Ad Hoc Group of General Obligation Bondholders Pursuant to Bankruptcy Rule 2019* [ECF No. 630]. On November 3, 2017, Counsel submitted the *First Supplemental Verified Statement of the Ad Hoc Group of General Obligation Bondholders Pursuant to Bankruptcy Rule 2019* [ECF No. 1625]. On June 21, 2018, Counsel submitted the *Second Supplemental Verified Statement of the*

²³ The Ad Hoc Group of General Obligation Bondholders consists of: (i) Aurelius Capital Management, LP, on behalf of its managed entities; (ii) Autonomy Capital (Jersey) LP, on behalf of certain of its affiliated investment funds; and (iii) Monarch Alternative Capital LP, on behalf of certain of the funds and accounts it manages. The Ad Hoc Group of General Obligation Bondholders does not assume any fiduciary or other duties to any other creditor or person.

Ad Hoc Group of General Obligation Bondholders Pursuant to Bankruptcy Rule 2019 [ECF No. 3336].

3. In accordance with the Amended Case Management Procedures, Counsel submits this Third Supplemental Statement to update the disclosable economic interests that were held by the Ad Hoc Group of General Obligation Bondholders since August 8, 2017 in relation to the Commonwealth and COFINA. The information set forth herein (including Exhibits A-G attached hereto) is based on information provided to Counsel by the Ad Hoc Group of General Obligation Bondholders and is intended only to comply with Bankruptcy Rule 2019 and the Amended Case Management Procedures.

4. The members of the Ad Hoc Group of General Obligation Bondholders hold disclosable economic interests, or act as investment advisors or managers to funds, entities and/or accounts or their respective affiliates that hold disclosable economic interests in relation to the Commonwealth and COFINA. The names and addresses of each of the members of the Ad Hoc Group of General Obligation Bondholders, together with the nature and amount of each disclosable economic interest held by each of them in relation to the Commonwealth and COFINA since August 8, 2017, are set forth in Exhibits A-G attached hereto.³⁴ Specifically, Exhibits A-G list such disclosable economic interests as of certain specific dates on which Counsel has determined that the filing of an amended verified statement would have been required had the Amended Case Management Procedures been in effect at that time. As reflected in Exhibits A-G, the ratio of General Obligation Bonds to COFINA bonds over this

³⁴ Individuals associated with members of the Ad Hoc Group of General Obligation Bondholders may own debt of the Debtors in their individual capacities, but Counsel does not represent such individuals in such capacities.

period of time ranges from a high of 98% General Obligation Bonds to 2% COFINA bonds to a low of ~~80~~82% General Obligation Bonds to ~~20~~18% COFINA bonds. This translates to the Ad Hoc Group of General Obligation Bondholders being heavily weighted towards General Obligation Bonds at all times; *i.e.*, the General Obligation Bond holdings represented between 4 to 51 times the Ad Hoc Group of General Obligation Bondholders' COFINA holdings.⁴⁵

5. As of the date of this Third Supplemental Statement, Counsel represents only the Ad Hoc Group of General Obligation Bondholders in respect of their General Obligation Bonds and does not represent or purport to represent any other entities with respect to the Debtors' Title III Cases. In addition, each member of the Ad Hoc Group of General Obligation Bondholders (a) does not assume any fiduciary or other duties to any other creditor or person and (b) does not purport to act, represent or speak on behalf of any other entities in connection with the Debtors' Title III Cases. To the extent any member of the Ad Hoc Group of General Obligation Bondholders holds interests other than the General Obligation Bonds, the Ad Hoc Group of General Obligation Bondholders does not represent such other interest, nor does Counsel represent group members with respect to such other interests.

6. Nothing contained in this Third Supplemental Statement (or exhibits hereto) is intended to or should be construed to constitute (a) a waiver or release of any claims filed or to be filed against or interests in the Debtors held by any member of the Ad Hoc Group of General Obligation Bondholders, its affiliates or any other entity, or (b) an admission with respect to any fact or legal theory. Nothing in this Third Supplemental Statement (or exhibits

⁴⁵ For the avoidance of doubt, these calculations are based on the disclosable economic interests held by those entities that are members of the Ad Hoc Group of General Obligation Bondholders as of July 1, 2018.

hereto) should be construed as a limitation upon, or waiver of, any rights of any member of the Ad Hoc Group of General Obligation Bondholders to assert, file and/or amend any proof of claim in accordance with applicable law and any orders entered in these cases.

7. Additional holders of General Obligation Bonds may become members of the Ad Hoc Group of General Obligation Bondholders, and certain members of the Ad Hoc Group of General Obligation Bondholders may cease to be members in the future. Counsel reserves the right to further amend or supplement this Third Supplemental Statement as necessary for that or any other reason in accordance with Bankruptcy Rule 2019.

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8. The undersigned verify that the foregoing is true and correct to the best of their knowledge.

Dated: San Juan, Puerto Rico
August 910, 2018

**PAUL, WEISS, RIFKIND, WHARTON &
GARRISON LLP**

/s/ Andrew N. Rosenberg

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Counsel to the Ad Hoc Group of General Obligation Bondholders

EXHIBIT A

**Names, Addresses and Disclosable Economic Interests of the Members
of the Ad Hoc Group of General Obligation Bondholders¹ as of August 8, 2017²**

Name of Creditor ³	Address	Nature and Amount of Disclosable Economic Interest
Aurelius Capital Management, LP	535 Madison Avenue New York, NY 10022	<ul style="list-style-type: none">• \$469,910,000 in General Obligation Bonds• \$5,147,900 in General Obligation Bonds (insured by monoline insurer)⁴• \$39,205,000 in COFINA Subordinated Bonds
Autonomy Capital (Jersey) LP	7-9 Conway Street Conway House, 2 nd Floor Saint Helier, Jersey JE2 3NT	<ul style="list-style-type: none">• \$961,885,000 in General Obligation Bonds
Monarch Alternative Capital LP	535 Madison Avenue 26 th Floor New York, NY 10022	<ul style="list-style-type: none">• \$545,281,334 in General Obligation Bonds• \$35,885,000 in General Obligation Bonds (insured by monoline insurer)⁴
TOTAL		<ul style="list-style-type: none">• \$1,977,076,334 in General Obligation Bonds• \$41,032,900 in General Obligation Bonds (insured by monoline insurer)⁴• \$39,205,000 in COFINA Subordinated Bonds

¹ Consistent with the Amended Case Management Procedures, this Exhibit A is limited to those entities that are members of the Ad Hoc Group of General Obligation Bondholders as of July 1, 2018.

² To the best of Counsel's knowledge, the information included herein is accurate as of August 8, 2017. The amounts set forth herein include only outstanding principal and do not include overdue interest, interest on overdue interest and principal, and accrued interest or other amounts that may be owing under the applicable debt documents and laws. In addition, the amounts set forth herein do not include any disclosable economic interests that were subject to pending trades or other transfers that had not settled or otherwise closed as of August 8, 2017.

³ Each entity on this Exhibit A holds disclosable economic interests, or acts as investment advisor or manager to funds, entities and/or accounts or their respective subsidiaries that hold disclosable economic interests, in relation to the Commonwealth and/or COFINA.

⁴ The amounts set forth herein reflect payments made by the monoline insurer on account of such General Obligation Bonds.

EXHIBIT B

**Names, Addresses and Disclosable Economic Interests of the Members
of the Ad Hoc Group of General Obligation Bondholders¹ as of November 1, 2017²**

Name of Creditor ³	Address	Nature and Amount of Disclosable Economic Interest
Aurelius Capital Management, LP	535 Madison Avenue New York, NY 10022	<ul style="list-style-type: none">• \$438,775,000 in General Obligation Bonds• \$8,602,900 in General Obligation Bonds (insured by monoline insurer)⁴• \$41,855,000 in COFINA Subordinated Bonds
Autonomy Capital (Jersey) LP	7-9 Conway Street Conway House, 2 nd Floor Saint Helier, Jersey JE2 3NT	<ul style="list-style-type: none">• \$1,092,905,000 in General Obligation Bonds• \$20,660,000 in COFINA Subordinated Bonds
Monarch Alternative Capital LP	535 Madison Avenue 26 th Floor New York, NY 10022	<ul style="list-style-type: none">• \$236,125,334 in General Obligation Bonds• \$35,885,000 in General Obligation Bonds (insured by monoline insurer)⁴
TOTAL		<ul style="list-style-type: none">• \$1,767,805,334 in General Obligation Bonds• \$44,487,900 in General Obligation Bonds (insured by monoline insurer)⁴• \$62,515,000 in COFINA Subordinated Bonds

¹ Consistent with the Amended Case Management Procedures, this Exhibit B is limited to those entities that are members of the Ad Hoc Group of General Obligation Bondholders as of July 1, 2018.

² To the best of Counsel's knowledge, the information included herein is accurate as of November 1, 2017. The amounts set forth herein include only outstanding principal and do not include overdue interest, interest on overdue interest and principal, and accrued interest or other amounts that may be owing under the applicable debt documents and laws. In addition, the amounts set forth herein do not include any disclosable economic interests that were subject to pending trades or other transfers that had not settled or otherwise closed as of November 1, 2017.

³ Each entity on this Exhibit B holds disclosable economic interests, or acts as investment advisor or manager to funds, entities and/or accounts or their respective subsidiaries that hold disclosable economic interests, in relation to the Commonwealth and/or COFINA.

⁴ The amounts set forth herein reflect payments made by the monoline insurer on account of such General Obligation Bonds.

EXHIBIT C

**Names, Addresses and Disclosable Economic Interests of the Members
of the Ad Hoc Group of General Obligation Bondholders¹ as of January 5, 2018²**

Name of Creditor ³	Address	Nature and Amount of Disclosable Economic Interest
Aurelius Capital Management, LP	535 Madison Avenue New York, NY 10022	<ul style="list-style-type: none">• \$447,185,000 in General Obligation Bonds• \$45,992,833 in General Obligation Bonds (insured by monoline insurer)⁴• \$80,475,000 in COFINA Subordinated Bonds
Autonomy Capital (Jersey) LP	7-9 Conway Street Conway House, 2 nd Floor Saint Helier, Jersey JE2 3NT	<ul style="list-style-type: none">• \$932,318,000 in General Obligation Bonds
Monarch Alternative Capital LP	535 Madison Avenue 26 th Floor New York, NY 10022	<ul style="list-style-type: none">• \$161,756,906 in General Obligation Bonds• \$35,705,000 in General Obligation Bonds (insured by monoline insurer)⁴• \$50,000,000<ins>13,431,050</ins> in COFINA Senior Bonds

¹ Consistent with the Amended Case Management Procedures, this Exhibit C is limited to those entities that are members of the Ad Hoc Group of General Obligation Bondholders as of July 1, 2018.

² To the best of Counsel's knowledge, the information included herein is accurate as of January 5, 2018. The amounts set forth herein include only outstanding principal and do not include overdue interest, interest on overdue interest and principal, and accrued interest or other amounts that may be owing under the applicable debt documents and laws. In addition, the amounts set forth herein do not include any disclosable economic interests that were subject to pending trades or other transfers that had not settled or otherwise closed as of January 5, 2018.

³ Each entity on this Exhibit C holds disclosable economic interests, or acts as investment advisor or manager to funds, entities and/or accounts or their respective subsidiaries that hold disclosable economic interests, in relation to the Commonwealth and/or COFINA.

⁴ The amounts set forth herein reflect payments made by the monoline insurer on account of such General Obligation Bonds.

TOTAL	<ul style="list-style-type: none">• \$1,541,259,906 in General Obligation Bonds• \$81,697,833 in General Obligation Bonds (insured by monoline insurer)⁴• \$50,000,000<u>13,431,050</u> in COFINA Senior Bonds• \$80,475,000 in COFINA Subordinated Bonds
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EXHIBIT D

**Names, Addresses and Disclosable Economic Interests of the Members
of the Ad Hoc Group of General Obligation Bondholders¹ as of February 5, 2018²**

Name of Creditor ³	Address	Nature and Amount of Disclosable Economic Interest
Aurelius Capital Management, LP	535 Madison Avenue New York, NY 10022	<ul style="list-style-type: none">• \$436,370,000 in General Obligation Bonds• \$50,272,833 in General Obligation Bonds (insured by monoline insurer)⁴• \$117,090,000 in COFINA Subordinated Bonds
Autonomy Capital (Jersey) LP	7-9 Conway Street Conway House, 2 nd Floor Saint Helier, Jersey JE2 3NT	<ul style="list-style-type: none">• \$1,022,468,000 in General Obligation Bonds
Monarch Alternative Capital LP	535 Madison Avenue 26 th Floor New York, NY 10022	<ul style="list-style-type: none">• \$161,756,906 in General Obligation Bonds• \$35,720,000 in General Obligation Bonds (insured by monoline insurer)⁴• \$50,000,000<ins>13,486,350</ins> in COFINA Senior Bonds
TOTAL		<ul style="list-style-type: none">• \$1,620,597,906 in General Obligation Bonds• \$85,992,833 in General Obligation Bonds (insured by monoline insurer)⁴• \$50,000,000<ins>13,486,350</ins> in COFINA Senior Bonds• \$117,090,000 in COFINA Subordinated Bonds

¹ Consistent with the Amended Case Management Procedures, this Exhibit D is limited to those entities that are members of the Ad Hoc Group of General Obligation Bondholders as of July 1, 2018.

² To the best of Counsel's knowledge, the information included herein is accurate as of February 5, 2018. The amounts set forth herein include only outstanding principal and do not include overdue interest, interest on overdue interest and principal, and accrued interest or other amounts that may be owing under the applicable debt documents and laws. In addition, the amounts set forth herein do not include any disclosable economic interests that were subject to pending trades or other transfers that had not settled or otherwise closed as of February 5, 2018.

³ Each entity on this Exhibit D holds disclosable economic interests, or acts as investment advisor or manager to funds, entities and/or accounts or their respective subsidiaries that hold disclosable economic interests, in relation to the Commonwealth and/or COFINA.

⁴ The amounts set forth herein reflect payments made by the monoline insurer on account of such General Obligation Bonds.

EXHIBIT E

**Names, Addresses and Disclosable Economic Interests of the Members
of the Ad Hoc Group of General Obligation Bondholders¹ as of March 5, 2018²**

Name of Creditor ³	Address	Nature and Amount of Disclosable Economic Interest
Aurelius Capital Management, LP	535 Madison Avenue New York, NY 10022	<ul style="list-style-type: none">• \$423,630,000 in General Obligation Bonds• \$50,342,833 in General Obligation Bonds (insured by monoline insurer)⁴• \$117,090,000 in COFINA Subordinated Bonds
Autonomy Capital (Jersey) LP	7-9 Conway Street Conway House, 2 nd Floor Saint Helier, Jersey JE2 3NT	<ul style="list-style-type: none">• \$1,022,468,000 in General Obligation Bonds
Monarch Alternative Capital LP	535 Madison Avenue 26 th Floor New York, NY 10022	<ul style="list-style-type: none">• \$216,336,334 in General Obligation Bonds• \$35,720,000 in General Obligation Bonds (insured by monoline insurer)⁴• \$121,855,00045,565,852 in COFINA Senior Bonds
TOTAL		<ul style="list-style-type: none">• \$1,662,434,334 in General Obligation Bonds• \$86,062,833 in General Obligation Bonds (insured by monoline insurer)⁴• \$121,855,00045,565,852 in COFINA Senior Bonds• \$117,090,000 in COFINA Subordinated Bonds

¹ Consistent with the Amended Case Management Procedures, this Exhibit E is limited to those entities that are members of the Ad Hoc Group of General Obligation Bondholders as of July 1, 2018.

² To the best of Counsel's knowledge, the information included herein is accurate as of March 5, 2018. The amounts set forth herein include only outstanding principal and do not include overdue interest, interest on overdue interest and principal, and accrued interest or other amounts that may be owing under the applicable debt documents and laws. In addition, the amounts set forth herein do not include any disclosable economic interests that were subject to pending trades or other transfers that had not settled or otherwise closed as of March 5, 2018.

³ Each entity on this Exhibit E holds disclosable economic interests, or acts as investment advisor or manager to funds, entities and/or accounts or their respective subsidiaries that hold disclosable economic interests, in relation to the Commonwealth and/or COFINA.

⁴ The amounts set forth herein reflect payments made by the monoline insurer on account of such General Obligation Bonds.

EXHIBIT F

**Names, Addresses and Disclosable Economic Interests of the Members
of the Ad Hoc Group of General Obligation Bondholders¹ as of April 10, 2018²**

Name of Creditor ³	Address	Nature and Amount of Disclosable Economic Interest
Aurelius Capital Management, LP	535 Madison Avenue New York, NY 10022	<ul style="list-style-type: none">• \$502,735,495 in General Obligation Bonds• \$52,857,833 in General Obligation Bonds (insured by monoline insurer)⁴• \$85,060,000 in COFINA Subordinated Bonds
Autonomy Capital (Jersey) LP	7-9 Conway Street Conway House, 2 nd Floor Saint Helier, Jersey JE2 3NT	<ul style="list-style-type: none">• \$1,042,868,000 in General Obligation Bonds
Monarch Alternative Capital LP	535 Madison Avenue 26 th Floor New York, NY 10022	<ul style="list-style-type: none">• \$323,792,334 in General Obligation Bonds• \$35,720,000 in General Obligation Bonds (insured by monoline insurer)⁴• \$204,370,000^{85,399,404} in COFINA Senior Bonds• \$111,945,000 in COFINA Subordinated Bonds
TOTAL		<ul style="list-style-type: none">• \$1,869,395,829 in General Obligation Bonds• \$88,577,833 in General Obligation Bonds (insured by monoline insurer)⁴• \$204,370,000^{85,399,404} in COFINA Senior Bonds• \$197,005,000 in COFINA Subordinated Bonds

¹ Consistent with the Amended Case Management Procedures, this Exhibit F is limited to those entities that are members of the Ad Hoc Group of General Obligation Bondholders as of July 1, 2018.

² To the best of Counsel's knowledge, the information included herein is accurate as of April 10, 2018. The amounts set forth herein include only outstanding principal and do not include overdue interest, interest on overdue interest and principal, and accrued interest or other amounts that may be owing under the applicable debt documents and laws. In addition, the amounts set forth herein do not include any disclosable economic interests that were subject to pending trades or other transfers that had not settled or otherwise closed as of April 10, 2018.

³ Each entity on this Exhibit F holds disclosable economic interests, or acts as investment advisor or manager to funds, entities and/or accounts or their respective subsidiaries that hold disclosable economic interests, in relation to the Commonwealth and/or COFINA.

⁴ The amounts set forth herein reflect payments made by the monoline insurer on account of such General Obligation Bonds.

EXHIBIT G

Names, Addresses and Disclosable Economic Interests of the Members of the Ad Hoc Group of General Obligation Bondholders¹ as of June 18, 2018²

Name of Creditor ³	Address	Nature and Amount of Disclosable Economic Interest
Aurelius Capital Management, LP	535 Madison Avenue New York, NY 10022	<ul style="list-style-type: none">• \$492,735,495 in General Obligation Bonds• \$65,342,833 in General Obligation Bonds (insured by monoline insurer)⁴• \$51,295,000 in COFINA Senior Bonds• \$38,550,000 in COFINA Subordinated Bonds
Autonomy Capital (Jersey) LP	7-9 Conway Street Conway House, 2 nd Floor Saint Helier, Jersey JE2 3NT	<ul style="list-style-type: none">• \$1,037,868,000 in General Obligation Bonds
Monarch Alternative Capital LP	535 Madison Avenue 26 th Floor New York, NY 10022	<ul style="list-style-type: none">• \$312,548,334 in General Obligation Bonds• \$34,595,000 in General Obligation Bonds (insured by monoline insurer)⁴• \$210,550,000¹<u>138,474,280</u> in COFINA Senior Bonds• \$187,415,000 in COFINA Subordinated Bonds

¹ Consistent with the Amended Case Management Procedures, this Exhibit G is limited to those entities that are members of the Ad Hoc Group of General Obligation Bondholders as of July 1, 2018.

² To the best of Counsel's knowledge, the information included herein is accurate as of June 18, 2018. The amounts set forth herein include only outstanding principal and do not include overdue interest, interest on overdue interest and principal, and accrued interest or other amounts that may be owing under the applicable debt documents and laws. In addition, the amounts set forth herein do not include any disclosable economic interests that were subject to pending trades or other transfers that had not settled or otherwise closed as of June 18, 2018.

³ Each entity on this Exhibit G holds disclosable economic interests, or acts as investment advisor or manager to funds, entities and/or accounts or their respective subsidiaries that hold disclosable economic interests, in relation to the Commonwealth and/or COFINA.

⁴ The amounts set forth herein reflect payments made by the monoline insurer on account of such General Obligation Bonds.

TOTAL	<ul style="list-style-type: none">• \$1,843,181,829 in General Obligation Bonds• \$99,937,833 in General Obligation Bonds (insured by monoline insurer)⁴• <u>\$261,845,000</u><u>189,769,280</u> in COFINA Senior Bonds• \$225,965,000 in COFINA Subordinated Bonds
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